

Case No. 11-43267
(if known)

Description and Location of Property	Nature of Debtor's Interest in Property		Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount Of Secured Claim
Holiday Inn located at 300 SE Georgia Ave. Sweetwater, TX 79556	100% Ownership		\$2,500,000.00	\$5,855,138.04
Total:			\$2,500,000.00	

(Report also on Summary of Schedules)

In re **Dhilon, Inc.**Case No. 11-43267
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
1. Cash on hand.		Cash	\$1,000.00
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Texas National Bank revenue acct. #580082 - \$18,000 operating acct. #580147 - \$2,000 payroll acct. #580406 - \$11,000	\$31,000.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X		
4. Household goods and furnishings, including audio, video and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		

In re **Dhilon, Inc.**Case No. 11-43267
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 1

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.		See attached Aging Report	\$76,233.58
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X		

In re **Dhilon, Inc.**Case No. 11-43267
(if known)**SCHEDULE B - PERSONAL PROPERTY***Continuation Sheet No. 2*

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X		
22. Patents, copyrights, and other intellectual property. Give particulars.	X		
23. Licenses, franchises, and other general intangibles. Give particulars.		Intercontinental Hotel Group Franchise	Unknown
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.		1994 Chevy Lumina	\$4,000.00
26. Boats, motors, and accessories.	X		

In re **Dhilon, Inc.**Case No. 11-43267
(if known)**SCHEDULE B - PERSONAL PROPERTY**

Continuation Sheet No. 3

Type of Property	None	Description and Location of Property	Current Value of Debtor's Interest in Property, Without Deducting any Secured Claim or Exemption
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.		Copy machine, computer, server, scanner, etc.	\$10,000.00
29. Machinery, fixtures, equipment, and supplies used in business.		Furniture and fixtures in rooms, laundry machine, kitchen equipment, elevator, and TV	\$400,000.00
30. Inventory.		Linens and toiletries	\$20,000.00
31. Animals.	X		
32. Crops - growing or harvested. Give particulars.	X		
33. Farming equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.	X		
<div> <div>3</div> <div>continuation sheets attached</div> </div> <div> <div>(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)</div> <div>Total ></div> </div>			\$542,233.58

In re **Dhilon, Inc.**

Case No. 11-43267
(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- ☐ 11 U.S.C. § 522(b)(2)
☐ 11 U.S.C. § 522(b)(3)

☐ Check if debtor claims a homestead exemption that exceeds \$146,450.*

Description of Property	Specify Law Providing Each Exemption	Value of Claimed Exemption	Current Value of Property Without Deducting Exemption
Not Applicable			
		\$0.00	\$0.00

* Amount subject to adjustment on 4/1/13 and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6D (Official Form 6D) (12/07)

In re **Dhilon, Inc.**Case No. **11-43267**

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (See Instructions Above.)	CODEBTOR	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCT #: xxxxxxxxxx705C Ciena Capital Funding, LLC 212 South Tryon St. Suite 1560 Charlotte, NC 28281	X	DATE INCURRED: NATURE OF LIEN: Deed of Trust COLLATERAL: Holiday Inn REMARKS: VALUE: \$2,500,000.00				\$3,815,056.48	\$1,363,755.24
ACCT #: xxxxxx6002 Colson Services Corp. 1250 S. Capital of Texas Hwy. Building 1, Suite 600 Austin, TX 78746	X	DATE INCURRED: NATURE OF LIEN: SBA Loan COLLATERAL: Holiday Inn REMARKS: VALUE: \$2,500,000.00				\$1,991,382.80	\$1,991,382.80
ACCT #: Property Tax Lending 17950 Preston Rd. Suite 650 Dallas, TX 75252	X	DATE INCURRED: NATURE OF LIEN: Tax Lien COLLATERAL: Holiday Inn REMARKS: VALUE: \$2,500,000.00				\$48,698.76	
ACCT #: Sukhwinder Klar 3446 E. Mountain View Selma, CA 93662	X	DATE INCURRED: NATURE OF LIEN: Security Agreement COLLATERAL: 1994 Chevy Lumina REMARKS: VALUE: \$4,000.00				\$4,000.00	
Subtotal (Total of this Page) >						\$5,859,138.04	\$3,355,138.04
Total (Use only on last page) >						\$5,859,138.04	\$3,355,138.04

No continuation sheets attached

(Report also on
Summary of
Schedules.)(If applicable,
report also on
Statistical
Summary of
Certain Liabilities
and Related
Data.)

B6E (Official Form 6E) (04/10)

In re **Dhilon, Inc.**

Case No. **11-43267**

(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

☐ **Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

☐ **Administrative allowances under 11 U.S.C. Sec. 330**

Claims based on services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by such person as approved by the court and/or in accordance with 11 U.S.C. §§ 326, 328, 329 and 330.

** Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

B6E (Official Form 6E) (04/10) - Cont.

In re **Dhilon, Inc.**

Case No. **11-43267**

(If Known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

TYPE OF PRIORITY	Taxes and Certain Other Debts Owed to Governmental Units
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CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT UNLIQUIDATED DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
ACCT #: City of Sweetwater PO Box 450 Sweetwater, TX 79556		DATE INCURRED: CONSIDERATION: City Occupancy Tax REMARKS:		\$23,771.01	\$23,771.01	\$0.00
ACCT #: x-xxxxx-x828-0 Comptroller of Public Accounts PO Box 149356 Austin, TX 78711-9356		DATE INCURRED: CONSIDERATION: State Occupancy Tax REMARKS:		\$4,196.93	\$4,196.93	\$0.00
ACCT #: xx-xxx8841 Internal Revenue Service United States Treasury PO Box 105083 Atlanta, GA 30348-5083		DATE INCURRED: CONSIDERATION: Payroll Taxes REMARKS:		\$2,682.91	\$2,682.91	\$0.00
ACCT #: xx-xxx111-6 Texas Workforce Commission PO Box 149037 Austin, TX 78714-9037		DATE INCURRED: CONSIDERATION: State Payroll Taxes REMARKS:		\$733.77	\$733.77	\$0.00
Sheet no. <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Priority Claims				Subtotals (Totals of this page) >	\$31,384.62	\$31,384.62
				Total >	\$31,384.62	
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)						
				Totals >		\$31,384.62
(Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)						\$0.00

B6F (Official Form 6F) (12/07)

In re **Dhilon, Inc.**Case No. **11-43267**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: x7674 A S Hospitality 3493 Lamar Ave. Memphis, TN 63150-4232		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$520.95
ACCT #: xxxxxx0060 Affordable Power PO Box 660038 Dallas, TX 75266-0038		DATE INCURRED: CONSIDERATION: Utilities REMARKS:				\$18,568.95
ACCT #: ALL Purpose Business Communications Inc. 1320 State Route 9, #3340 Champlain, NY 12919-5007		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$699.95
ACCT #: xxxxxx6278 American Express Finance Center Attn: HARC 24-01-09 PO Box 53888 Phoenix, AZ 85072-3888		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$255.76
ACCT #: xxTXXB Astor Chocolate Corp. 651 New Hampshire Ave Lakewood, NJ 08701		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$695.62
ACCT #: xxxx3375 BCD Travel 10150 North Ambassador Dr. 2nd Floor Kansas City, MO 64153		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$409.16
Subtotal >						\$21,150.39
Total >						

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **Dhilon, Inc.**Case No. **11-43267**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #:		DATE INCURRED:				
Classic Chemicals PO Box 175 Reistertown, MD 21136		CONSIDERATION: Vendor REMARKS:				\$299.86
ACCT #: xxxxxx3500		DATE INCURRED:				
Commercial Appliance Services 1175 Glenna San Angelo, TX 76901		CONSIDERATION: Vendor REMARKS:				\$259.24
ACCT #: xxxxxx1425		DATE INCURRED:				
Commission Tracking Service 12385 Crabapple Rd. Suite 202 Alpharetta, GA 30004		CONSIDERATION: Vendor REMARKS:				\$53.90
ACCT #: xxxxx0780		DATE INCURRED:				
Commtrak 17493 Nassau Commons Lewes, DE 19958		CONSIDERATION: Vendor REMARKS:				\$262.46
ACCT #:		DATE INCURRED:				
Continental Automatic Doors PO Box 12238 Lubbock, TX 79452		CONSIDERATION: Vendor REMARKS:				\$1,613.47
ACCT #: x1525		DATE INCURRED:				
Corporate Travel Coordinators of America 511 Sixth Ave. Suite 505 New York, NY 10011		CONSIDERATION: Vendor REMARKS:				\$1,800.00
Sheet no. <u>1</u> of <u>6</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal >
						\$4,288.93
						Total >
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

B6F (Official Form 6F) (12/07) - Cont.

In re **Dhilon, Inc.**

Case No. **11-43267**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #:		DATE INCURRED:				
Day Sign Company, Inc. PO Box 3416 Abilene, TX 79604		CONSIDERATION: Vendor REMARKS:				\$607.07
ACCT #: xxxx7175		DATE INCURRED:				
Ecolab 4836 Brecksville Rd. PO Box 523 Richfield, OH 44286		CONSIDERATION: Vendor REMARKS:				\$4,178.36
ACCT #: xxx869-1		DATE INCURRED:				
Flournoy Plumbing 777 Chestnut St. PO Box 3218 Abilene, TX 79604		CONSIDERATION: Vendor REMARKS:				\$350.25
ACCT #:		DATE INCURRED:				
Gannaway's Lawn Care Plus c/o Dickson & Maxwell, PLLC 115 East Third St. Sweetwater, TX 79556		CONSIDERATION: Vendor REMARKS:				\$3,885.00
ACCT #: xxx9493		DATE INCURRED:				
HD Facilities Maintenance PO Box 509058 San Diego, CA 92150-0958		CONSIDERATION: Vendor REMARKS:				\$58,830.55
ACCT #: xxxx9737		DATE INCURRED:				
Hometown Productions PO Box 535214 Grand Prairie, TX 75053		CONSIDERATION: Vendor REMARKS:				\$489.50

Sheet no. 2 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$68,340.73

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **Dhilon, Inc.**Case No. **11-43267**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxx6700 Intercontinental Hotels Group PO Box 101074 Atlanta, GA 30392-1074		DATE INCURRED: CONSIDERATION: Franchisor REMARKS:				\$44,844.35
ACCT #: x4960 Japanese Travel Agents Directory 244 Madison Ave. Suite 308 New York, NY 10016		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$660.00
ACCT #: Jerrys Carpet Services 7413 Brookhaven Dr. Rowlett, TX 75089		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$2,909.05
ACCT #: L&L Asphalt 229 N. Leggett Abilene, TX 79603		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$3,475.00
ACCT #: Lion Distributing Inc. PO Box 565 Reisterstown, MD 21136-0565		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$376.60
ACCT #: 4587 Look Outdoor Advertising PO Box 1155 Borger, TX 79008		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$3,782.19

Sheet no. 3 of 6 continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal >

\$56,047.19

Total >

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07) - Cont.

In re **Dhilon, Inc.**Case No. **11-43267**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxx81/82 New Digital Dolphin Supplies 811 N. Catalina Ave. Suite 1104 Redondo Beach, CA 90277		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$820.73
ACCT #: xx3802 Onity Lockbox 223067 Pittsburgh, PA 15251-2067		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$554.78
ACCT #: xxxxxx8264 Personnel Concepts PO Box 5750 Carol Stream, IL 60197-5750		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$181.85
ACCT #: Richard E. Baxter & Associates, LLC 1314 W. McDermott Dr. Suite 106 MB805 Allen, TX 75013		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$750.00
ACCT #: xx3907 Rollcall Business Conferencing Solutions 5000 Sawgrass Village Circle Suite 30 Ponte Vedra Beach, FL 32082		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$181.33
ACCT #: S.A. Consulting 10881 Washington Blvd. Culver City, CA 90232		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$140.00
Sheet no. <u>4</u> of <u>6</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal >
						\$2,628.69
						Total >
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						

B6F (Official Form 6F) (12/07) - Cont.

In re **Dhilon, Inc.**Case No. **11-43267**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: Safe Step, Inc. 12400 Princeton Ave. S Savage, MN 55378-1366		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$3,316.50
ACCT #: Sam Smith Electric PO Box 518 Sweetwater, TX 79556		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$2,285.57
ACCT #: xx6990 Scent Air 14301-G South Lakes Dr. Charlotte, NC 28273		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$239.07
ACCT #: Sports Promotion Network PO Box 200548 Arlington, TX 76006		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$396.45
ACCT #: xx7217 StarTex Power c/o Drinnon & Wright 4544 Post Oak Place Fr. Suite 350 Houston, TX 77027		DATE INCURRED: CONSIDERATION: Utilities REMARKS:				\$23,284.18
ACCT #: x8390 Sweetwater Reporter 10115 Kinney Ave. Suite 100 Huntermville, NC 28078		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$1,093.14
Sheet no. 5 of 6 continuation sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal > \$30,614.91
(Use only on last page of the completed Schedule F.) (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)						Total >

B6F (Official Form 6F) (12/07) - Cont.

In re **Dhilon, Inc.**Case No. **11-43267**

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTR	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCT #: xxx3919 Terminix 209 S. Danville Suite C100 Abilene, TX 79605		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$443.83
ACCT #: xxxx9737 Universal Adcom PO Box 535214 Grand Prairie, TX 75053		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$918.00
ACCT #: VFM Leonardo, Inc. PO Box 31116 Detroit, MI 48231-1116		DATE INCURRED: CONSIDERATION: Vendor REMARKS:				\$76.25
Subtotal >						\$1,438.08
Total >						\$184,508.92

Sheet no. **6** of **6** continuation sheets attached to
Schedule of Creditors Holding Unsecured Nonpriority Claims

(Use only on last page of the completed Schedule F.)
(Report also on Summary of Schedules and, if applicable, on the
Statistical Summary of Certain Liabilities and Related Data.)

B6G (Official Form 6G) (12/07)

In re **Dhilon, Inc.**

Case No. **11-43267**
(if known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases of contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
Intercontinental Hotels Group PO Box 101074 Atlanta, GA 30392-1074	Franchise Agreement Contract to be ASSUMED

B6H (Official Form 6H) (12/07)

In re **Dhilon, Inc.**Case No. **11-43267**

(if known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Jagmohan Dhilon 3400 Parkwood Blvd. Frisco, TX 75034	Ciena Capital Funding, LLC 212 South Tryon St. Suite 1560 Charlotte, NC 28281
Jagmohan Dhilon 3400 Parkwood Blvd. Frisco, TX 75034	Colson Services Corp. 1250 S. Capital of Texas Hwy. Building 1, Suite 600 Austin, TX 78746
Jagmohan Dhilon 3400 Parkwood Blvd. Frisco, TX 75034	Property Tax Lending 17950 Preston Rd. Suite 650 Dallas, TX 75252
Jagmohan Dhilon 3400 Parkwood Blvd. Frisco, TX 75034	Sukhwinder Klar 3446 E. Mountain View Selma, CA 93662
Jaspreet Dhilon 3400 Parkwood Blvd. Frisco, TX 75034	Ciena Capital Funding, LLC 212 South Tryon St. Suite 1560 Charlotte, NC 28281
Jaspreet Dhilon 3400 Parkwood Blvd. Frisco, TX 75034	Colson Services Corp. 1250 S. Capital of Texas Hwy. Building 1, Suite 600 Austin, TX 78746
Jaspreet Dhilon 3400 Parkwood Blvd. Frisco, TX 75034	Property Tax Lending 17950 Preston Rd. Suite 650 Dallas, TX 75252

B6H (Official Form 6H) (12/07) - Cont.

In re **Dhilon, Inc.**

Case No. **11-43267**
(if known)

SCHEDULE H - CODEBTORS

Continuation Sheet No. 1

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Jaspreet Dhillon 3400 Parkwood Blvd. Frisco, TX 75034	Sukhwinder Klar 3446 E. Mountain View Selma, CA 93662

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re **Dhilon, Inc.**Case No. **11-43267**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER		
A - Real Property	Yes	1	\$2,500,000.00				
B - Personal Property	Yes	4	\$542,233.58				
C - Property Claimed as Exempt	No						
D - Creditors Holding Secured Claims	Yes	1				\$5,859,138.04	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2				\$31,384.62	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	7				\$184,508.92	
G - Executory Contracts and Unexpired Leases	Yes	1					
H - Codebtors	Yes	2					
I - Current Income of Individual Debtor(s)	No						N/A
J - Current Expenditures of Individual Debtor(s)	No						N/A
TOTAL		18	\$3,042,233.58	\$6,075,031.58			

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re **Dhilon, Inc.**

Case No. **11-43267**

(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I, the Member of the Corporation
named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of
20 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date 11/11/2011

Signature /s/ Jagmohan Dhillon

Jagmohan Dhillon

Member

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

In re: **Dhilon, Inc.**

Case No. **11-43267**
(if known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$1,648,506.00	2009
\$1,310,108.00	2010
\$1,596,411.00	2011 YTD

2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

3. Payments to creditors

Complete a. or b., as appropriate, and c.

None ☒ a. Individual or joint debtor(s) with primarily consumer debts: List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within 90 days immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None ☐ b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Intercontinental Hotels Group PO Box 101074 Atlanta, GA 30392-1074	8/11/11	\$18,021.25	\$44,844.35
Internal Revenue Service United States Treasury PO Box 105083 Atlanta, GA 30348-5083	various payment dates from 8/4/11 - 9/15/11	\$89,145.36	\$2,682.91

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: **Dhilon, Inc.**Case No. **11-43267**

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 1

**Comptroller of Public Accounts
PO Box 149356
Austin, TX 78711-9356**

**8/19/11 -
\$4456.61
9/21/11 -
\$8035.60**

\$12,492.21**\$4,196.93**

None



c. All debtors: List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

4. Suits and administrative proceedings, executions, garnishments and attachments

None



a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

5. Repossessions, foreclosures and returns

None



List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

6. Assignments and receiverships

None



a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None



b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

7. Gifts

None



List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

8. Losses

None



List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: **Dhilon, Inc.**Case No. **11-43267**

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 2

9. Payments related to debt counseling or bankruptcy

None



List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Arthur I. Ungerman	10/21/11	\$10,000.00
8140 Walnut Hill Lane	10/25/11	\$11,200.00
Suite 301		
Dallas, TX 75231		

10. Other transfers

None



a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within two years immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

None



b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

11. Closed financial accounts

None



List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

12. Safe deposit boxes

None



List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

13. Setoffs

None



List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

14. Property held for another person

None



List all property owned by another person that the debtor holds or controls.

15. Prior address of debtor

None



If the debtor has moved within three years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

In re: **Dhilon, Inc.**Case No. **11-43267**

(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 3

16. Spouses and Former Spouses

None



If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within eight years immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:



- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.



- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

**18. Nature, location and name of business**

None



a. If the debtor is an individual, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within six years immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within six years immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer-identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within six years immediately preceding the commencement of this case.

None



- b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

In re: **Dhilon, Inc.**

Case No. 11-43267
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 4

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within six years immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement only if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

- None ☐ a. List all bookkeepers and accountants who within two years immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
JB Abbas
3400 Parkwood Blvd.
Frisco, TX 75034

DATES SERVICES RENDERED
July 2009 - present

- None ☐ b. List all firms or individuals who within two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME AND ADDRESS
JB Abbas
3400 Parkwood Blvd.
Frisco, TX 75034

DATES SERVICES RENDERED
July 2009 - present

- None ☐ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME
JB Abbas

ADDRESS
3400 Parkwood Blvd.
Frisco, TX 75034

- None ☒ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

- None ☒ b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

21. Current Partners, Officers, Directors and Shareholders

- None ☒ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

In re: **Dhilon, Inc.**

Case No. 11-43267
(if known)

STATEMENT OF FINANCIAL AFFAIRS
Continuation Sheet No. 5

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Jaspreet Dhillon 3400 Parkwood Blvd. Frisco, TX 75034	Member	85%
Jagmohan Dhillon 3400 Parkwood Blvd. Frisco, TX 75034	Member	15%

22. Former partners, officers, directors and shareholders

- None ☒ a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

- None ☒ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

23. Withdrawals from a partnership or distributions by a corporation

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
To be provided		

24. Tax Consolidation Group

- None ☒ If the debtor is a corporation, list the name and federal taxpayer-identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within six years immediately preceding the commencement of the case.

25. Pension Funds

- None ☒ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within six years immediately preceding the commencement of the case.

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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

In re: **Dhilon, Inc.**

Case No. 11-43267
(if known)

STATEMENT OF FINANCIAL AFFAIRS

Continuation Sheet No. 6

[If completed on behalf of a partnership or corporation]

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 11/11/2011

Signature /s/ Jagmohan Dhillon
Jagmohan Dhillon
Member

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both.
18 U.S.C. §§ 152 and 3571

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE: **Dhilon, Inc.**Case No. **11-43267**Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Colson Services Corp. 1250 S. Capital of Texas Hwy. Building 1, Suite 600 Austin, TX 78746		SBA Loan		\$1,991,382.80 Value: \$0.00
Ciena Capital Funding, LLC 212 South Tryon St. Suite 1560 Charlotte, NC 28281		Deed of Trust		\$3,815,056.48 Value: \$2,451,301.24
HD Facilities Maintenance PO Box 509058 San Diego, CA 92150-0958		Vendor		\$58,830.55
Intercontinental Hotels Group PO Box 101074 Atlanta, GA 30392-1074		Franchisor		\$44,844.35
City of Sweetwater PO Box 450 Sweetwater, TX 79556		City Occupancy Tax		\$23,771.01
StarTex Power c/o Drinnon & Wright 4544 Post Oak Place Fr. Suite 350 Houston, TX 77027		Utilities		\$23,284.18

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE: **Dhilon, Inc.**Case No. **11-43267**Chapter **11****LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS***Continuation Sheet No. 1*

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Affordable Power PO Box 660038 Dallas, TX 75266-0038		Utilities		\$18,568.95
Comptroller of Public Accounts PO Box 149356 Austin, TX 78711-9356		State Occupancy Tax		\$4,196.93
Ecolab 4836 Brecksville Rd. PO Box 523 Richfield, OH 44286		Vendor		\$4,178.36
Gannaway's Lawn Care Plus c/o Dickson & Maxwell, PLLC 115 East Third St. Sweetwater, TX 79556		Vendor		\$3,885.00
Look Outdoor Advertising PO Box 1155 Borger, TX 79008		Vendor		\$3,782.19
L&L Asphalt 229 N. Leggett Abilene, TX 79603		Vendor		\$3,475.00
Safe Step, Inc. 12400 Princeton Ave. S Savage, MN 55378-1366		Vendor		\$3,316.50

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

IN RE: **Dhilon, Inc.**Case No. **11-43267**Chapter **11****LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS***Continuation Sheet No. 2*

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim [if secured also state value of security]
Jerrys Carpet Services 7413 Brookhaven Dr. Rowlett, TX 75089		Vendor		\$2,909.05
Internal Revenue Service United States Treasury PO Box 105083 Atlanta, GA 30348-5083		Payroll Taxes		\$2,682.91
Sam Smith Electric PO Box 518 Sweetwater, TX 79556		Vendor		\$2,285.57
Corporate Travel Coordinators of America 511 Sixth Ave. Suite 505 New York, NY 10011		Vendor		\$1,800.00
Continental Automatic Doors PO Box 12238 Lubbock, TX 79452		Vendor		\$1,613.47
Sweetwater Reporter 10115 Kinsey Ave. Suite 100 Huntersville, NC 28078		Vendor		\$1,093.14
Universal Adcom PO Box 535214 Grand Prairie, TX 75053		Vendor		\$918.00

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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION

IN RE: **Dhilon, Inc.**

Case No. **11-43267**

Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Continuation Sheet No. 3

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Member of the Corporation
named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: 11/11/2011

Signature: /s/ Jagmohan Dhillon
Jagmohan Dhillon
Member